

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re)	Chapter 11
)	
RESIDENTIAL CAPITAL, LLC, et. al.)	Case No. 12-12020 (MG)
)	
Debtors.)	(Jointly Administered)
)	
)	Docket Ref. Nos. 530, 874, 1060, 1342, 1899 & 3775

**SECOND SUPPLEMENTAL DECLARATION OF
ALAN D. HOLTZ OF ALIXPARTNERS, LLP AS
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF RESIDENTIAL CAPITAL, LLC, ET AL.**

I, Alan D. Holtz, declare, pursuant to section 1746 of title 28 of the United States Code,
as follows:

1. I am a managing director of AlixPartners, LLP (together with its parent and subsidiary-affiliates, “**AlixPartners**”), which has a place of business at 2000 Town Center, Suite 2400, Southfield, Michigan 48075.

2. Except as otherwise noted, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.

3. I am filing this second supplemental declaration to supplement my original declaration, executed on August 8, 2012, and to supplement the *Declaration of Harvey R. Kelly* (the “**Original Declaration**”), executed on June 27, 2012, the *Supplemental Declaration of Harvey R. Kelly* (the “**Supplemental Declaration**”), executed on July 23, 2012, , the *Second Supplemental Declaration of Harvey R. Kelly* (the “**Second Supplemental Declaration**”), executed on September 4, 2012, the *Third Supplemental Declaration of Harvey R. Kelly* (the “**Third Supplemental Declaration**”), executed on October 12, 2012, the *Fourth Supplemental Declaration of Harvey R. Kelly* (the “**Fourth Supplemental Declaration**”), executed on

February 15, 2013), and the *Fifth Supplemental Declaration of Harvey R. Kelly* (the “**Fifth Supplemental Declaration**”), executed on May 17, 2013 all in support of the application (the “**Application**”), dated June 27, 2012, of the Official Committee of Unsecured Creditors of Residential Capital, LLC, et al. (the “**Committee**”) for entry of an order authorizing the Committee to employ and retain AlixPartners, LLP as financial advisors pursuant to sections 328 and 1103 of chapter 11 of title 11 of the Bankruptcy Code and under the terms and conditions set forth in the Application.

4. On August 10, 2012, this Court entered an Order Authorizing the Retention and Employment of AlixPartners, LLP as Financial Advisor to the Committee *Nunc Pro Tunc* to May 21, 2012 (the “**Retention Order**”).

5. In the Original Declaration and the supplemental declarations, AlixPartners reserved the right to supplement its declarations in the event that AlixPartners discovered any facts bearing on AlixPartners’ employment by the Committee. Accordingly, AlixPartners would like to disclose the following:

- AlixPartners’ previously disclosed in the Original Declaration that certain AlixPartners employees may own debt or equity securities in the Debtors. AlixPartners wishes to further disclose that certain AlixPartners employees may own debt or equity securities of parties in interest of the Debtors.

- GE Capital Consumer Card Co., GE Mortgage Services, LLC and General Electric Mortgage Insurance Corporation (collectively, “GE”), counterparties to servicing agreements and insurers to the Debtors, are affiliated with an entity, GE Transportation, which is a current AlixPartners client in matters unrelated to the Debtors.

- Lender Processing Services, a notice of appearance party to this bankruptcy matter, is a co-defendant to a former AlixPartners client in matters unrelated to the Debtors.

- Wilmington Trust, N.A. (“Wilmington Trust”), a creditor to the Debtors and in its capacity as indenture trustee, a member of the Committee, is a current AlixPartners client in matters unrelated to the Debtors.

6. AlixPartners continues to reserve the right to supplement its disclosures in the event that AlixPartners discovers any facts bearing on matters regarding AlixPartners’ employment by the Committee. If any new material relevant facts or relationships are discovered or arise, AlixPartners will promptly file a supplemental declaration pursuant to Bankruptcy Rule 2014(a).

I declare under penalty of perjury pursuant to 28 U.S.C. §1746 that the foregoing is true and correct.

/s/ Alan D. Holtz

Alan D. Holtz

Dated this 23rd day of October, 2013